

**Bylaw 2018-01**  
**Meeting Procedures for the Board of Governors**

**1. PURPOSES OF THIS BYLAW**

**1.1.1** Ensure each individual member of the Board understands the fiduciary duties he or she legally owes to the Foreign Affairs Council (“FAC”) under the District of Columbia Nonprofit Code, D.C. Code §§ 29.406.30-406.33 (2018).

Attendance and participation in formal Board meetings is critical to fulfilling each Board member’s duty of care to the FAC. The duty of care includes requirements to remain informed of the FAC’s operations and financial health, exercise diligence in administering board functions, and act in good faith and act as a reasonable, prudent person would when making decisions affecting the FAC.

**1.1.2** In order to maintain the Board’s transparency and accountability to the FAC’s members and donors, the Board must ensure decisions are taken after due deliberation at regular, open, and orderly meetings conducted on-the-record.

**1.1.3** The Board must ensure a regular, orderly process by which FAC members and individual Board members may express views before making decisions affecting the FAC.

**2. TIMING AND NOTICE REQUIREMENTS**

**2.1 QUARTERLY SCHEDULE.** Board meetings will take place at the beginning of each quarter of the FAC’s fiscal year.

**2.2 ADVANCE NOTICE.** The Board must give advance notice to members of each quarterly meeting. The first notice of the meeting must be issued at least four weeks before the date of the upcoming meeting. Reminders must be issued two weeks before the meeting and one week before the meeting, respectively.

**2.3 AGENDA CIRCULATION.** Each advance notice must include a copy of the agenda for the Board’s upcoming meeting. The agenda will be approved by the Board President and compiled and circulated by the Board Secretary. Board members may request amendments to the agenda until two weeks before the date of the upcoming meeting. If the Board President does not

approve an agenda item requested by another Board member, the proposed item must carry over to the agenda of the following quarterly meeting.

### **3. MEETING FORMAT**

**3.1 FORM OF MEETING.** Quarterly Board meetings may be conducted in person, by conference call, or using a combination of both.

**3.2 MEMBER COMMENT PERIOD.** The beginning of each meeting will be set aside for individual FAC members to offer statements to the Board. To keep the comment process orderly, the Board Secretary will make a signup form available to members when circulating meeting announcements and at the beginning of each Board meeting. The Board President will recognize individual speakers for floor time based on this list.

**3.3 MANDATORY AGENDA ITEMS.** Following member comment, each meeting will include a report on business from the previous Board meeting by the Board Secretary, a financial report from the Board Treasurer, a report on the Journal of Foreign Affairs from the Editor-in-Chief, and reports from committee chairs.

**3.4 MEETING PROCEDURE.** Board meetings will be conducted under Robert's Rules of Order. The Board President or his or her alternate under the FAC Constitution will be the presiding officer. The Board Secretary will be the parliamentarian. If the Board Secretary is unavailable, the presiding officer will designate another parliamentarian.

**3.5 CLOSED SESSION.** The Board President may call a closed session to address privileged, confidential, or otherwise sensitive issues. Examples include performance reviews of staff or executive officers, discussion of legal matters, or review of interim audit findings. During closed sessions, all non-Board members must exit the meeting. Board members may, with the approval of the Board President, invite outside consultants or advisors to participate in closed sessions.

Closed sessions must be noted in the meeting agenda and minutes. All other portions of the Board meeting are open to non-Board members.

## 4. BOARD QUORUM

**4.1 MINIMUM NUMBER.** No votes or other decisions binding on the FAC may be taken by the Board except with either one-third of the Board or two individual Board members present at the meeting, whichever is greater. Ex-officio Board members do not affect quorum calculations.

**4.2 NO QUORUM.** Board meetings that fail to meet quorum may still be used to discuss issues facing the FAC without voting or otherwise taking a decision that would be binding on the FAC.

## 5. VOTING

**5.1 SIMPLE MAJORITY.** Votes of the Board will be carried by a simple majority, except where the FAC Constitution requires otherwise.

**5.2 NONVOTING EX-OFFICIO MEMBERS.** The Ex-officio Board members listed in the FAC Constitution may not vote at Board meetings.

**5.3 NO ALTERNATES OR PROXIES.** Board members may not transfer their votes to alternates or proxy voters of any kind.

**5.4 NO ADVANCE VOTING.** Board members may not submit votes on agenda items prior to the Board meeting by any method.

**5.5 RECORDKEEPING.** All Board vote outcomes and breakdowns of votes by individual Board member must be recorded by the Board Secretary in the meeting's minutes.

## 6. UNANIMOUS CONSENT

**6.1 WRITTEN MOTION.** Board members who wish to move for approval of a measure by unanimous consent must file a motion in writing with the Board Secretary. This motion must be filed no later than one week before the Board meeting.

**6.2 ACTUAL UNANIMITY.** A measure before the Board may not be carried by unanimous consent if any Board member abstains from voting or is otherwise present but not voting. Ex-officio Board members do not affect unanimous consent.

**6.3 RECORDKEEPING.** Motions for unanimous consent and measures carried by unanimous consent must be recorded by the Board Secretary in the meeting's minutes.

## **7. DELEGATION TO BOARD COMMITTEES**

**7.1 FORMATION OF COMMITTEES.** The Board may create *ad hoc* or new standing committees to carry out delegated Board functions by a simple majority vote. Board committees will be composed of individual members of the full Board. These committees may be Board committees or advisory committees.

**7.2 BOARD COMMITTEES.** Board committees will be solely composed of individual members of the Board. These committees are subject to the same fiduciary duties as the full Board. These committees may vote and take action on issues within their assigned subject areas.

**7.3 ADVISORY COMMITTEES.** Advisory committees may be composed of any FAC members, including those not on the Board. Advisory committees have no authority to act on behalf of the Board. These committees may issue advisory opinions to the Board and take actions that the Board would otherwise delegate to staff or volunteers.

**7.4 COMMITTEE MEETINGS.** Committees must circulate meeting schedules to FAC members. Each committee will circulate an agenda to committee members prior to each meeting. Minutes of each meeting will be recorded and reported to the Board within 72 hours of each meeting.

## **8. MINUTES AND REPORTS**

**8.1 MANDATORY CIRCULATION.** The Secretary must circulate minutes of each Board meeting to FAC members within 72 hours of the meeting's conclusion.

**8.2 PUBLIC RECORDS.** All Board meeting minutes must be available for public inspection.

## **9. ATTENDANCE REQUIREMENTS**

**9.1 DUTY OF CARE.** As noted in Section 1 above, by law each individual Board member owes a duty of care to the FAC. This fiduciary duty requires each Board member to attend every meeting of the Board and their respective committees, except where a Board member is

reasonably unable to participate. The Board Secretary and committee chairs will be responsible for recording attendance records and reporting absences to the Board President

**9.2. EXCUSED ABSENCE.** The Board President, in consultation with the Board Secretary, will determine whether to excuse an absence from a full Board or committee meeting. An absence may be excused if the absentee Board member:

1. Reports his or her absence to the Secretary prior to the meeting or within a reasonable period of time following the meeting; and
2. Provides reasonable cause for the absence, such as an accident, illness, or family emergency.

Because all Board members will have notice of quarterly Board meetings far in advance of the meeting date, scheduled vacation time, travel, and other similar scheduling conflicts will not be reasonable cause for an absence.

**9.2 AUTOMATIC REMOVAL.** Any Board member who has two or more unexcused absences from Board or committee meetings in a single year will be deemed to have stepped down from his or her Board position. The Board will call a special election to replace the absentee member.

**9.3 REMOTE PARTICIPATION.** A Board member joining a meeting by telephone or other electronic means is “present” at the meeting so long as he or she can hear all other Board or committee members at the same time and can participate in the meeting.